



( A subsidiary of  
IRB INFRASTRUCTURE DEVELOPERS LTD )

**Corporate Office:**

3rd Floor, IRB Complex, Chandivali Farm, Chandivali Village,  
Andheri (E), Mumbai-400 072

Tel: 91-22-6640 4220 / 4880 4200 • Fax: 91-22-2857 3441

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CIN : U45200MH2002PTC135512

February 1, 2024

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza  
Plot no. C/1, G Block  
Bandra-Kurla Complex, Bandra (East)  
Mumbai 400051

Dear Sir,

**NSE Symbol: IRBIT / Series: IV**

**Sub: Postal Ballot Notice dated January 25, 2024**

This is in continuation of our earlier disclosure dated January 25, 2024, pursuant to the provisions of Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended, and all other applicable Regulations (including any statutory modifications or amendments or re-enactments thereof for the time being in force) (the “SEBI InvIT Regulations”) and subject to other applicable laws and regulations, the Investment Manager on behalf of IRB Infrastructure Trust seek approval of the unitholders for relevant amendments to the Indenture of Trust and the Investment Management Agreement as per the details mentioned in the Postal Ballot Notice, through remote e-voting process.

We wish to inform that the Investment Manager acting on behalf of the Trust, has completed today electronic transmission of Postal Ballot Notice to those Unitholders of the Trust whose names appear in the records of Depository as on the cut-off date i.e. January 19, 2024.

Pursuant to applicable provisions of the InvIT Regulations and any other applicable laws and regulations, please find enclosed herewith a copy of Postal Ballot Notice dated January 25, 2024. The Notice is also available on the website of the Trust i.e. <https://www.irbinfratrust.co.in/>.

The remote e-voting shall commence on **Friday, February 2, 2024** at 9.00 a.m. (IST) and ends on **Friday, February 23, 2024** at 5.00 p.m. (IST).

Kindly take the same on record.

Thanking you,

**For MMK Toll Road Private Limited**  
**(Investment Manager to IRB Infrastructure Trust)**

**Kaustubh Shevade**  
**Company Secretary and Compliance Officer**

Encl.: Postal Ballot Notice



**IRB INFRASTRUCTURE TRUST**

*(An irrevocable trust set up under the Indian Trusts Act, 1882 and registered as an infrastructure investment trust with the Securities and Exchange Board of India)*

**Principal place of business:** Off No-11th Floor/1101, Hiranandani Knowledge Park, Technology Street, Hill Side Avenue, Powai, Mumbai 400 076, Maharashtra, India

**SEBI Registration Number:** IN/InvIT/19-20/0012; **Tel:** +91 22 6733 6400;

**E-mail:** [irbinfrastructuretrust@irb.co.in](mailto:irbinfrastructuretrust@irb.co.in); **Website:** [www.irbinfratrtrust.co.in](http://www.irbinfratrtrust.co.in)

**POSTAL BALLOT NOTICE**

**NOTICE IS HEREBY GIVEN** that pursuant to Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended and the notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) (the “SEBI InvIT Regulations”) and subject to other applicable laws and regulations, the resolution as set out in this Notice is proposed to be passed by the Unitholders of IRB Infrastructure Trust (the “Trust”) through Postal Ballot by remote e-voting process only (“remote e-voting”). The relevant explanatory statement, setting out the material facts concerning the resolution is annexed hereto.

The Board of Directors of Investment Manager has appointed M/s. Kaushal Dalal & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the remote e-voting process in a fair and transparent manner.

Investment Manager has entered into an agreement with Central Depository Services Limited (“CDSL”) for facilitating remote e-voting to enable Unitholders to cast their votes electronically only. Unitholders are requested to carefully read the instructions provided in the Annexure A forming part of this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman of Board of Directors of the Investment Manager, after completion of scrutiny of total votes cast for Postal Ballot. The results of the resolution proposed to be passed by Postal Ballot would be declared on or before Saturday, February 24, 2024. The results declared along with the Scrutinizer’s report will be sent to National Stock Exchange of India Limited. The same will be available on website of the Trust at [www.irbinfratrtrust.co.in](http://www.irbinfratrtrust.co.in).

**PROPOSED RESOLUTION:**

**Item No. 1**

**TO CONSIDER AND APPROVE AMENDMENTS TO INDENTURE OF TRUST AND INVESTMENT MANAGEMENT AGREEMENT**

To consider and, if thought fit, to pass with or without modifications(s), the following resolution by way of special majority (i.e. where the votes cast in favour of the resolution shall not be less than one and half times the votes cast against the resolution) in terms of Regulation 22(5) of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (“InvIT Regulations”):

“**RESOLVED THAT** pursuant to the provisions of Regulation 22(5) and other applicable provisions of the Securities and Exchange of Board India (Infrastructure Investment Trusts) Regulations, 2014, and the circulars, guidelines and notifications issued thereunder, each as amended, (“InvIT Regulations”) including the SEBI Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 dated September 11, 2023 (“SEBI Circular”), the Indian Trusts Act, 1882 and other applicable law, including any statutory modifications, amendments or re-enactments thereof for the time being in force, and upon recommendation of the Board of Directors of MMK Toll Road Private Limited, the Investment Manager of IRB Infrastructure Trust (the “Trust”), consent of the Unitholders be and is hereby granted for the following:

- i. to amend the Indenture of Trust dated August 27, 2019, as amended, (the “Indenture of Trust”) entered into between IRB Infrastructure Developers Limited, the “Sponsor” & the “Settlor” and IDBI Trusteeship Services Limited, (the “Trustee”) by execution of an amendment to the Indenture of Trust and
- ii. to amend the Investment Management Agreement dated August 27, 2019, as amended, (the “IMA”) entered into between IDBI Trusteeship Services Limited (the “Trustee”) and MMK Toll Road Private Limited (the “Investment Manager”), by an execution of an amendment to the IMA

each in order to comply with the applicable provisions of the InvIT Regulations and the SEBI Circular.

**RESOLVED FURTHER THAT** the Board of Directors (including any committee(s) thereof) or Key Managerial Personnel of the Investment Manager and such other person(s) as it may authorise, be and are hereby severally authorized to take all such steps and actions and give such directions to comply with all formalities including but not limited to registration of each of the amendments to the Indenture of Trust and the IMA with the concerned department / registrar / sub- Registrar and to do such other acts, deeds, matters and things, as may be considered necessary, usual or expedient, in connection with or incidental to giving

effect to the above resolution and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors (including any committee(s) thereof) or officers authorized pursuant to the above resolution, duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

For **IRB INFRASTRUCTURE TRUST**

By Order of the Board

**MMK Toll Road Private Limited**

(as the Investment Manager to IRB Infrastructure Trust)

**Kaustubh Shevade**

**Company Secretary & Compliance Officer**

Place: Mumbai

Date: January 25, 2024

**Registered Office and Contact Details of the Trust:**

**IRB Infrastructure Trust**

Please refer the details provided at the heading of the 1<sup>st</sup> page.

**Registered Office and Contact Details of the Investment Manager:**

**MMK Toll Road Private Limited**

**Registered Office:** Off No-11th Floor/1101 Hiranandani Knowledge Park, Technology Street, Hill Side Avenue, Powai Mumbai 400076

**Tel:** +91 22 6640 4200 & **Fax:** +91 22 6640 4274

**Email:** [grievances@irb.co.in](mailto:grievances@irb.co.in)

**Contact Person:** Mr. Kaustubh Shevade

## EXPLANATORY STATEMENT

### Item No. 1

Please refer Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 dated September 11, 2023, issued by the Securities and Exchange Board of India (“SEBI”), (“SEBI Circular”) providing the mechanism on appointment of ‘Unitholders Nominee Director’ on the Board of Investment Manager of Infrastructure Investment Trusts. The SEBI has also amended the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (“InvIT Regulations”), incorporating board nomination rights to unitholders.

Further, Clause 10 of the Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 dated September 11, 2023 referred above states that, *(10.1) in view of the Securities and Exchange Board of India (Infrastructure Investment Trusts) (Second Amendment) Regulations, 2023 notified on August 18, 2023, **the trust deed and investment management agreement shall stand amended or be deemed to incorporate provisions to provide board nomination rights to Eligible Unitholder(s) in the manner specified in this circular. (10.2) Further, the trustee and the Investment Manager shall, **within a period of six months from the date of this circular**, ensure that the trust deed and the investment management agreement of the InvIT are amended to provide board nomination rights to unitholders.***

Accordingly, in view of the aforesaid regulatory provisions, it is required to amend the Indenture of Trust and the Investment Management Agreement, to incorporate the necessary provisions of the InvIT Regulations and SEBI Circular in relation to appointment of Unitholders Nominee Director(s), within 6 months from the date of the SEBI Circular.

The proposed amendments in the Indenture of Trust and Investment Management Agreement requires approval of the Unitholders of Trust in accordance with Regulation 22(5) of the SEBI InvIT Regulations.

The Board of Directors of the Investment Manager recommends the resolution no. 1 as set out in the Notice for your approval by way of special majority (i.e. where the votes cast in favour of the resolution shall not be less than one and half times the votes cast against the resolution).

None of the directors or Key Managerial personnel and / or their relatives of the Investment Manager, are in any way, financially or otherwise, interested or concerned in the aforesaid resolution.

None of the directors or key managerial personnel of IDBI Trusteeship Services Limited (the Trustee) are interested in the aforesaid resolution.

For **IRB INFRASTRUCTURE TRUST**

By Order of the Board of Directors of  
**MMK Toll Road Private Limited**  
(as the Investment Manager to IRB Infrastructure Trust)

**Kaustubh Shevade**  
**Company Secretary & Compliance Officer**

Place: Mumbai  
Date: January 25, 2024

**Annexure A**

**NOTES:**

1. An Explanatory Statement setting out material facts and reasons for the proposed resolutions are annexed hereto and forms part of the Postal Ballot Notice.
2. The Postal Ballot Notice is being sent to the unitholders electronically as on the close of the Business hours on **Friday, January 19, 2024** (“cut off date”) on their emails registered with Investment Manager, acting in behalf of the Trust. Unitholders as on the cut-off date would be entitled to cast their vote and convey their assent and dissent to the proposed resolution through the remote e-voting process.
3. The Postal Ballot Notice will also be available on the Website of the Trust at [www.irbinfratrust.co.in](http://www.irbinfratrust.co.in) and may also be accessed from the relevant section of website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com)
4. The Resolution(s) passed by the requisite majority by the Unitholders through Postal Ballot shall be deemed to have been duly passed at a General Meeting convened in that behalf.
5. The Resolution(s), if approved by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. **Friday, February 23, 2024**.
6. The Board of Directors of Investment Manager has appointed M/s. Kaushal Dalal & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Investment Manager, acting on behalf of the Trust, has engaged services of Central Depository Services (India) Limited (CDSL) for providing e-Voting services.

Remote e-voting will be available on the website <https://www.evotingindia.com/> from **9.00 am (IST) on Friday, February 2, 2024** and ends at **05:00 p.m. (IST) on Friday, February 23, 2024**, after which the facility will be disabled by CDSL and remote e-voting shall not be allowed beyond the said date and time. During this period, unitholders of the Trust, holding units in dematerialised form, as on the cut-off date i.e. Friday, January 19, 2024 shall eligible to cast their vote electronically.

8. The voting rights of Unitholders shall be in proportion to their units of the unit capital of the Trust as on the cut-off date being Friday, January 19, 2024.
9. Unitholders who would like to express their views/ask questions may post their queries/views/questions by sending email to [Kaustubh.shevade@irb.co.in](mailto:Kaustubh.shevade@irb.co.in) by mentioning the name, demat account number/folio number, email ID, mobile number.
10. The Unitholders whose email addresses are not registered with the Depositories can register by contacting their respective Depository Participant.



**INSTRUCTIONS FOR UNITHOLDERS FOR REMOTE E-VOTING:**

In Compliance with the SEBI Circular, the Investment Manager, acting on behalf of the Trust is providing facility of remote e-voting facility to exercise votes on the items given in the Postal Ballot Notice through electronic voting system, to the unitholders holding units as on Friday, January 19, 2024 (as on the close of the Business hours), being the cut-off date fixed for determining voting rights of unitholders, entitled to participate in the remote e-voting process, through the e-voting platform provided by CDSL. The details of the process and manner for remote e-voting are given below:

Unitholders would receive an email from the Investment Manager/Registrar and Transfer Agent which will include details of Electronic Voting Sequence Number (EVSN).

1. The unitholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” module.
3. Now enter your User ID / Login ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares/units in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user:

	<b>Non-Individual unitholders holding Units in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Investment Manager record, acting in behalf of the Trust in order to login.  *If the details are not recorded with the depository or Investment Manager, acting in behalf of the Trust, please enter the member id / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Unitholders holding units in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. Click on the EVSN for the **IRB INFRASTRUCTURE TRUST** on which you choose to vote.
10. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
11. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

12. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
13. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
15. If demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
16. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
17. Non-Individual unitholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
18. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
19. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
20. It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
21. Alternatively Non Individual unitholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Investment Manager at the email address [kaustubh.shevade@irb.co.in](mailto:kaustubh.shevade@irb.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.